

PATRICIA K. CAETANO

P98000005711

December 15, 1997

Department Of State
Division Of Corporations
State Of Florida
P. O. Box 6327
Tallahassee, Florida 32314

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-12/16/97-01073--004
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RE: THEODORE FOSTER WRITTEN CONSENT TO SUBMIT ARTICLES OF
INCORPORATION ON MY BEHALF

Dear Sir/ Madame,

I Patricia K. Caetano, Incorporator of MEGA TECH COMPANY, INC. hereby give consent for Theodore Foster to submit my Article of Incorporation on my behalf. I have reviewed all of the enclosed information, approved and signed all document.

If you have need for further information please contact Theodore Foster or me at 1(305) 865-7603. Kind regards.

Sincerely,


Patricia K. Caetano
Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1440 J. F. Kennedy Causeway Suite 415 ■ North Bay Village, FL 33141
■ Phone (305) 865-7603 ■



(STATE OF FLORIDA)
(DADE COUNTY)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEGA TECH COMPANY, INC.

The undersigned individual, acting as the incorporator of a corporation under the Florida Business Corporation Act pursuant to Chapter 607 of the Florida Statutes as amended, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PURPOSE

The name of the corporation is MEGA TECH COMPANY, INC..

The purpose or purposes for which the corporation is organized are to perform any and all functions related to, or pertaining to the general merchandising, wholesaling, distributing and suppling of all types of products and equipment for any and all industries.

To perform any and all functions related to, or pertaining to the computer hardware, software, computer parts, electronic equipment, and electronic parts and supply industry.

To perform any and all functions related to, or pertaining to the health care, hospital, medical, dental and education industry

To perform any and all functions related to, or pertaining to the automobile parts and tools industry.

To perform any and all functions related to, or pertaining to the child care, toys, educational and entertainment industry

To manage and perform sales in all the above mentioned industries as required or solicited by clients and or customers.

To act and perform as a retailer, wholesaler, distributor and supplier of products in all the above mentioned industries.

To perform and produce all products, techniques and procedures pertaining to the above mentioned industries.

To sell to the public and private at large in the United States of America or foreign countries.

To do all work incidental thereto, or connected therewith, and the doing and performing of all acts or procedures necessary, proper, or client for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

To buy, sell, employ and deal in, either for itself or as an agent for others equipment rental organizations regarding property and equipment.

To buy, sell at retail or wholesale and trade in, barter and exchange new and used equipment, vehicles, equipment and personal property for the purposes of operating a equipment rental concern. To act as a real estate concern.

To purchase, lease, manage and sell real property And to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any objects, or the furtherance of any of the powers herein set forth, either along or in association with other corporations, firms, or individuals; provided the same be not inconsistent with the laws of the State Of Florida. And under the Florida Business Corporation Act.

ARTICLE II: DURATION AND ADDRESS

The period of its duration is perpetual.

The principle place of business and mailing address of this corporation shall be: 1440 J. F. Kennedy Causeway #415
North Bay Village, FL 33141

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock of par value of one dollar (\$1.00) each, being a total of one hundred dollars (\$100.00) authorized capital stock.

All of the stock shall be common stock and none shall be preferred stock or stock of a different class.

Provisions for the regulation of the internal affairs of the corporation are:

(A) No shareholder of the corporation shall have preemptive rights to purchase any shares of any issuance of the corporation.

(B) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, to the extent of its unreserved and unrestricted capital surplus available therefore;

(C) The initial Bylaws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors; provided however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing what constitute a quorum at shareholders' meetings.

(D) Directors of the corporation need not be shareholders of the corporation and need not be resident of the State of Florida.

(E) The Board of Directors may from time to time distribute to the shareholders out of the capital surplus of the corporation a portion of the corporation's assets, in cash or property, in the manner prescribed by and subject to the limitations imposed by the Florida Business Corporation Act.

ARTICLE IV: REGISTERED OFFICE/REGISTERED AGENT

The initial registered office address is 1440 J. F. Kennedy Causeway, STE. 415 North Bay Village, Florida 33141. The initial registered agent is Patricia Kasakewitch Caetano

ARTICLE V: DIRECTORS AND INCORPORATORS

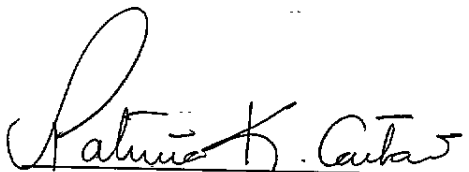
The number of directors constituting the initial Board of Directors of the corporation is one (1). The name(s) and address of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Patricia Kasakewitch Caetano	1440 JFK Causeway STE. 415 North Bay Village, FL 33141

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Patricia Kasakewitch Caetano	1440 JFK Causeway STE. 415 North Bay Village, FL 33141

The undersigned incorporator has executed these Articles of Incorporation this 15TH day of December, 1997



Patricia Kasakewitch Caetano, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MEGA TECH COMPANY, INC.

2. The name and address of the registered agent and office is:

Patricia K. Caetano
(NAME)
1440 J. F. Kennedy Causeway Suite 415
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
North Bay Village , FL 33141
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Patricia K. Caetano
(SIGNATURE)
Patricia K. Caetano

December 15, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

Prepared by: _____

Theodore Foster, Owner
Altima Business services
C. B. Foster CPA
1440 JFK Causeway Ste 302
North Bay Village, FL 33141